

Annual Report of McCaw Communications of Stockton, Inc.

Year Ended December 31, 1994

**SCHEDULE 6, COMPARATIVE BALANCE SHEET**

Line No.	Account No.		Balance at beginning of year	Balance at end of year	Increase or (decrease)
		<b><u>Liabilities and Equity</u></b>			
		<b><u>Current Liabilities</u></b>			
1	200.1&.2	Notes Payable - Total			
2	201.1&.2	Accounts Payable - Total	\$ 1,177,944	\$ 1,452,434	\$ 274,490
3	202.1&.2	Accrued Liabilities - Total	2,434,600	4,374,169	1,939,569
4	203	Advance Billing and Payments	849,808	(63,614)	(913,422)
5	204	Taxes Accrued	736,339	1,093,172	356,833
6	205	Interest Accrued	24,147	24,147	
7	206.1&.3	Other Current Liabilities	4,191,488		(4,191,488)
8	207	Current Maturities of Long-Term Debt			
9	211.1&.2	Accumulated Deferred Income Taxes - Current - Cellular Communications Operations			
10	214	Customer Deposits	159,100	180,747	21,647
11		Current Liabilities - Non-Cellular Operations (Include Accounts 206.2, 211.3 and 211.4)			
12		<b>Total Current Liabilities</b>	<b>9,573,426</b>	<b>7,061,055</b>	<b>(2,512,371)</b>
		<b><u>Deferred Credits</u></b>			
13	216	Other Deferred Credits (Schedule 11)			
14	219.1&.2	Unamortized Deferred Investment Tax Credits - Cellular Communications Operations			
15	220.1&.2	Accumulated Deferred Income Taxes - Non-Current - Cellular Communications Operations			
16		Deferred Credits - Non-Cellular Operations (Include Accounts 219.3, 219.4, 220.3, and 220.4)			
17		<b>Total Deferred Credits</b>			
		<b><u>Long-Term Liabilities</u></b>			
18	221	Obligations on Capital Leases			
19	223	Advances from Affiliated Companies			
20	224	Unamortized Premium and Discount on Long-Term Debt			
21	225	Long-Term Debt (Schedule 12)			
22		<b>Total Long-Term Liabilities</b>			
		<b><u>Equity</u></b>			
23	230	Common Stock (Schedule 13)	200	200	
24	231	Preferred Stock (Schedule 13)			
25	232	Other Paid-In Capital	3,698,580	3,698,580	
26	233	Retained Earnings (Schedule 8)	32,881,596	50,027,510	17,145,914
27	234	Proprietary Capital - Proprietorship and Partnership (Schedule 8)			
28		<b>Total Equity</b>	<b>36,580,376</b>	<b>53,726,290</b>	<b>17,145,914</b>
29		<b>Total Liabilities and Equity</b>	<b>\$ 46,153,802</b>	<b>\$ 60,787,345</b>	<b>\$ 14,633,543</b>

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**INSTRUCTIONS FOR SCHEDULE 7, INCOME AND RETAINED  
EARNINGS FOR PROPRIETARY CAPITAL STATEMENTS**

1. Show the requested information regarding transactions during the year.
2. For those extraordinary items reflected on this schedule, please provide the following information for each item:
  - a. Nature of extraordinary item
  - b. Amount of extraordinary item before considering the related income tax effects
  - c. Amount of the income tax effect related to the extraordinary item
3. For those prior period adjustments reflected on this schedule, please provide the following information for each adjustment:
  - a. Nature of the prior period adjustment
  - b. The effect on net income and the period to which the adjustment related
  - c. Amount of the prior period adjustment before considering the related income tax effects
  - d. Amount of the income tax effects related to the prior period adjustment
4. For those amounts of miscellaneous debits and credits reflected in the Retained Earnings and Proprietary Capital Statements in this schedule, please provide the following information:
  - a. Description of each transaction included in these amounts
  - b. The amount of each above described transaction before considering the related income tax effects
  - c. Amount of the income tax effects related to each above described transaction

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**SCHEDULE 7, INCOME STATEMENT**

Line No.	Account No.	Income Statement Wholesale Cellular, Retail Cellular, and Non-Cellular Operations	Current Year
		<b>WHOLESALE CELLULAR COMMUNICATIONS OPERATING INCOME</b>	
1	400	Operating Revenues - Wholesale	\$ 31,101,053
2	401	Operating Expenses - Wholesale (Schedule 9)	15,325,702
3		Operating Income Before Income Taxes - Wholesale	15,775,351
4	402	Operating Income Taxes - Wholesale	
5	403	Operating Income Tax Credits - Wholesale	
6	405	Investment Tax Credits - Wholesale	
7		Net Operating Income - Wholesale	15,775,351
		<b>RETAIL CELLULAR COMMUNICATIONS OPERATING INCOME</b>	
8		Operating Revenues - Retail	28,789,405
9		Operating Expenses - Retail (Schedule 9)	27,290,821
10		Operating Income Before Income Taxes	1,498,584
11		Operating Income Taxes - Retail	
12		Operating Income Taxes Deferred - Retail	
13		Investment Tax Credits - Retail	
14		Net Operating Income - Retail	1,498,584

(Continued)

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## SCHEDULE 7, INCOME STATEMENT

Line No.	Account No.		Current Year
		<b><u>NON-CELLULAR OPERATING INCOME</u></b>	
1	450	Income - Non-Cellular Operations	\$ 3,011,660
2	454	Income Deductions - Non-Cellular Operations	3,128,700
3		Non-Cellular Operating Income	(117,040)
4	456	Interest Expense	9,990
5		Total net Income (Before Extraordinary Items)	17,146,905
6	458	Extraordinary Items (net of tax effect)	
7		Total Net Income (After Extraordinary Items)	\$ 17,146,905

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SCHEDULE 8, RETAINED EARNINGS AND PARTNERSHIP CAPITAL STATEMENTS			
Line No.	Account No.		Current Year
		<b><u>RETAINED EARNINGS STATEMENT</u></b>	
1	233	Retained Earnings (at beginning of year)	\$ 32,881,596
2		Net Income (or loss) for the year	17,146,905
3		Prior Period Adjustment(s)	
4		Miscellaneous Credits	
5		Total Credits	17,146,905
6		Dividends Declared	
7		Prior Period Adjustment(s)	
8		Miscellaneous Debits	991
9		Total Debits	991
10		Retained Earnings (at end of year)	\$ 50,027,510
		<b><u>PARTNERSHIP CAPITAL STATEMENT 1/</u></b>	
11	234	Partnership Capital - (at beginning of year)	N/A
12		Net Income (or loss) for the year	
13		Prior Period Adjustment(s)	
14		Partners' Capital Contributions	
15		Miscellaneous Credits	
16		Total Credits	
17	234.1	Partners' Drawings	
18		Prior Period Adjustment(s)	
19		Miscellaneous Debits	
20		Total Debits	
21	234	Total Partnership Capital - (at end of year)	N/A

1/ This statement should also be used by sole proprietors.

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**SCHEDULE 8A, RECONCILIATION OF PARTNERS' CAPITAL ACCOUNTS**

Line No.							Total
1	Name of Partner	N/A					
2	Percentage of Ownership Capital:						
3	Beginning of Year						
4	End of Year						
5	Partner' Capital:						
6	Balance at Beginning of Year						
7	Credits						
8	Net Income						
9	Capital Contributions During Year						
10	Other Credits						
11	Total Credits						
12	Debits						
13	Net Losses						
14	Withdrawals During Year						
15	Other Debits						
16	Total Debits						
17	Balance End of Year						

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**SCHEDULE 9, ANALYSIS OF OPERATING EXPENSES**

For those expense accounts where subaccounts are not  
maintained for Retail Operations, the method of allocation  
shall be explained in footnotes to this schedule.

Line No.	Account No.	Description	Wholesale Operations	Retail Operation	Total
1	610	Cellular Maintenance Expense	\$ 963,272		\$ 963,272
2	613, 615, 616	Depreciation and Amortization Expense	3,606,915	\$ 63,923	3,670,838
3	619	Telecommunications - Direct Operating Expense	4,099,828	XXXX	4,099,828
4	621, 623, 625	Customer Accounts and Sales Expense	2,497,320	7,726,126	10,223,446
5	617, 635, 637	Other Operating Expense			
6	627, 631, 633, 639	General and Administrative Expense	3,737,610	202,402	3,940,012
7	641	Gain or Loss on Retirement or Sale of Cellular Plant	420,757		420,757
8	643	Operating Expenses Charges to Constr.-Cr.			
9		Charges by Wholesales for Numbers and Other Services	XXXX	19,298,370	19,298,370
10		Total Operating Expenses	\$ 15,325,702	\$ 27,290,821	\$ 42,616,523

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**SCHEDULE 10, ANALYSIS OF CELLULAR COMMUNICATIONS PLANT ACCOUNTS**

Line No.	Account No.	Account Title	Balance at Beginning of Year	Additions During Year	Retirements During Year	Transfers and Adjustments	Balance at End of Year
1	300	Land		\$ 42,000			\$ 42,000
2	302	Buildings	\$ 1,061,641				1,061,641
3	304	Leasehold Improvements	6,816,237	1,175,464		\$ (172,541)	7,819,160
4	305	Antennae	1,113,513	263,961		(34,306)	1,343,168
5	306	Power Equipment	693,013	39,786		(102,536)	630,263
6	307	Switching Equipment	5,459,073	1,663,073			7,122,146
7	308	Base Site Controller					
8	309	Towers	1,246,224	321,538		(69,925)	1,497,837
9	310	Radio Frequency Channel Equipment	10,216,767	3,422,596		(185,128)	13,454,235
10	312	Transmission	2,337,764	2,664,760		(8,504)	4,994,020
11	314	Vehicles	62,118				62,118
12	316	Tools and Work Equipment	236,019	61,019		(27,005)	270,033
13	318	Office Furniture and Equipment	651,135	89,240	\$ 20,039		720,336
14	122	Cellular Communications Plant in Service	29,893,504	9,743,437	20,039	(599,945)	39,016,957
15	123	Cellular Communications Plant Under Construction	2,777,911				2,696,516
16	124	Cellular Communications Plant Held for Future Use					
17	125	Cellular Communications Plant Acquisition Adjustment					
18		Total Cellular Communications Plant	\$ 32,671,415	\$ 9,743,437	\$ 20,039	\$ (599,945)	\$ 41,713,473

List hereunder the major items comprising the balances at the end of the year on line 13, page 7, and line 13, page 8. Show the account titles, the nature of the items, and the amount.

Deferred Charges		Amount		Other Deferred Credits		Amount	
Prepaid Commissions	\$	16,581,749					
Accumulated Amortization		(8,852,756)					
	\$	7,728,993					

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**SCHEDULE 12, LONG-TERM DEBT (Account 225)**

Show the particulars concerning any indebtedness having a specified term of more than one year and which was outstanding at any time during the year.

Line No.	Designation of Debt	Date of Maturity	Date of Obligation	Regulatory Authorization No.	Interest Rate	Original Amount of Debt	Unpaid Balance at End of Year	Interest During Year
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
1	N/A							
2								
3								
4								
5								
6								
7								
8								
9								
10								
11								
12								
13								
14								
15								
16						\$	\$	\$

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**SCHEDULE 13, CAPITAL STOCKS AND DIVIDENDS**

Show the particulars called for concerning the several classes and issues of capital stocks of the respondent as at the end of the year. Indicate in column (d) whether the issue is par or no par stock.

Line No.	Class of Stock (a)	Date of Issue (b)	Number of Shares Authorized By Articles of Incorporation (c)	Stock Outstanding			Dividends Declared During Year	
				Par or Stated Value (d)	No. of Shares (e)	Amount \$ (f)	Rate (g)	Amount (h)
1	Common	9/29/83	50,000	\$1 per share par value	200	\$200	none	\$0
2								
4								
5								
6								
7								
8								
9								
10								
11								
12								
13								
14					200	\$200	XXXX	\$0

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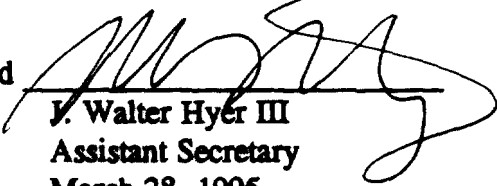
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**SCHEDULE 14, VERIFICATION**

Before signing, please check to see that all schedules have been completed.  
(See General Instructions No. 4)

I, the undersigned officer of McCaw Communications of Stockton, Inc., under penalty of perjury do declare that this report has been prepared by me, or under my direction, from the books, papers, and records of the respondent; that I have carefully examined the same, and declare the same to be a complete and correct statement of the business and affairs of the above-named respondent and the operations of its property for the period from and including January 1, 1994, to and including December 31, 1994.

Signed

  
J. Walter Hyer III  
Assistant Secretary  
March 28, 1995

Stockton Cellular Telephone Co.

CALIFORNIA AFFILIATES AS OF DECEMBER 31, 1994

California Corporations and Partnerships

AT&T Communications of California, Inc.  
ACC/McCaw Cellular of Sacramento  
\* (dba: Sacramento Cellular Telephone Company)  
ACC/McCaw Cellular of Fresno  
\* (dba: Fresno Cellular Telephone Company)  
Affiliated Cellular of Fresno, Inc.  
Affiliated Cellular of Sacramento, Inc.  
\* AirSignal of California, Inc.  
\* Alpine CA-3 Limited Partnership  
\* Bay Area Cellular Telephone Company  
\* California InterCall, Inc.  
\* Chico MSA Cellular, Inc.  
Kings County Cellular, Inc.  
McCaw Cellular Communications of San Francisco/San Jose, Inc.  
McCaw Cellular of California, Inc.  
McCaw Communications of Fresno, Inc.  
McCaw Communications of Modesto, Inc.  
McCaw Communications of Oxnard, Inc.  
McCaw Communications of Redding, Inc.  
McCaw Communications of Sacramento, Inc.  
McCaw Communications of Stockton, Inc.  
McCaw Communications of Visalia, Inc.  
McCaw Communications of Yuba City, Inc.  
McCaw Communications of the Pacific, Inc.  
\* Napa Cellular Telephone Company  
\* Oxnard Cellular Telephone Company  
\* Redding Cellular Partnership  
RSA #339, Inc.  
RSA #343, Inc.  
\* Salinas Cellular Telephone Co.  
Santa Barbara Cellular, Inc.  
\* Santa Barbara Cellular Systems, Ltd.  
Visalia Cellular Telephone Company  
Yuba City Cellular Telephone Company

Qualified Corporations and Partnerships

ATG I, Inc.  
BTO Investments, Inc.  
\* Cagal Cellular Communications Corp.  
FCJ, Inc.  
First Cellular Group of Oxnard, Inc.  
McCaw National Accounts, Inc.  
McCaw RCC Communications, Inc.  
MFC  
Mother Lode Cellular Corp.  
Pacific Northwest/Rocky Mountain Region, Inc.

\* A regulated public utility

Attachment A